

1 [Multifamily Housing Revenue Bonds – 149 Mason Street Apartments.]

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3 **Resolution authorizing the issuance and delivery of multifamily housing revenue bonds**
4 **(as defined herein) in an aggregate principal amount not to exceed \$15,275,000 for the**
5 **purpose of providing financing for a multifamily rental housing project to be known as**
6 **149 Mason Street Apartments; approving the form of and authorizing the execution of a**
7 **trust indenture providing the terms and conditions of the bonds; approving the form of**
8 **and authorizing the execution of a regulatory agreement and declaration of restrictive**
9 **covenants; approving the form of and authorizing the execution of a loan agreement;**
10 **ratifying and approving any action heretofore taken in connection with the bonds and**
11 **the project; granting general authority to City officials to take actions necessary to**
12 **implement this resolution; and related matters.**

13 WHEREAS, The Board of Supervisors of the City and County of San Francisco (the
14 "Board") desires to provide for a portion of the costs of construction by Mason Street Housing
15 Associates, L.P., a California limited partnership (the "Borrower"), of a proposed 56-unit
16 residential rental development to provide housing for persons of low and very low income
17 located at 149 Mason Street, San Francisco, California, to be known as "149 Mason Street
18 Apartments" (the "Project"), through the issuance of revenue bonds; and,

19 WHEREAS, The City and County of San Francisco (the "City") is authorized to issue
20 revenue bonds for such purpose pursuant to Section 9.107 of the Charter of the City, Article I
21 of Chapter 43 of the Administrative Code of the City and County of San Francisco Municipal
22 Code and, to the extent applicable, Chapter 7 of Part 5 of Division 31 (commencing with
23 Section 52075) of the Health and Safety Code of the State of California ("Health and Safety
24 Code"), as now in effect and as it may from time to time hereafter be amended or
25 supplemented (collectively, the "Act"); and,

1 WHEREAS, The interest on the Bonds (hereinafter defined) may qualify for tax
2 exemption under Section 103 of the Internal Revenue Code of 1986, as amended, (the
3 "Code"), only if the Bonds are approved in accordance with Section 147(f) of the Code; and,

4 WHEREAS, This Board is the elected legislative body of the City and is the applicable
5 elected representative required to approve the issuance of the Bonds within the meaning of
6 Section 147(f) of the Code; and,

7 WHEREAS, On November 13, 2007, this Board in Resolution No. 632-07 approved the
8 issuance of the Bonds for the purposes of Section 147(f) of the Code; and,

9 WHEREAS, There has been prepared and presented to the Board for consideration at
10 this meeting the documentation required for the issuance of such Bonds, and such
11 documentation is on file with the Clerk of the Board of Supervisors (the "Clerk of the Board");
12 and,

13 WHEREAS, It appears that each of the documents which is now before this Board is
14 substantially in appropriate form and is an appropriate instrument to be executed and
15 delivered for the purposes intended; and,

16 WHEREAS, The Board finds that the public interest and necessity require that the City
17 at this time make arrangements for the sale of such Bonds; and,

18 WHEREAS, The City has engaged Squire, Sanders & Dempsey L.L.P. and Ronald E.
19 Lee, Esq. as co-bond counsel with respect to the Bonds ("Co-Bond Counsel"); and,

20 WHEREAS, Silicon Valley Bank, a banking corporation organized under the laws of the
21 State of California, has expressed its intention to purchase the Bonds authorized hereby; now,
22 therefore, be it

23 RESOLVED, By this Board of Supervisors of the City and County of San Francisco as
24 follows:

1 Section 1. Approval of Recitals. The Board hereby finds and declares that the
2 above recitals are true and correct.

3 Section 2. Approval of Issuance of Bonds. In accordance with the Act and the
4 Indenture (hereinafter defined), the City is hereby authorized to issue and deliver revenue
5 bonds of the City, such bonds to be issued in one series and designated as "City and County
6 of San Francisco, California, Multifamily Housing Revenue Bonds (149 Mason Street
7 Apartments) 2008 Series A," or such other designation as may be necessary or appropriate to
8 distinguish such series from every other series of Bonds, in an aggregate principal amount not
9 to exceed \$15,275,000 (the "Bonds"), with an interest rate not to exceed twelve percent (12%)
10 per annum for the Bonds, and which shall have a final maturity date not later than June 1,
11 2013. The Bonds shall be in the form set forth in and otherwise in accordance with the
12 Indenture (defined below), and shall be executed by the manual or facsimile signature of the
13 Mayor of the City (the "Mayor") and the manual or facsimile seal of the City shall be impressed
14 or reproduced thereon and attested by the manual or facsimile signature of the Clerk of the
15 Board.

16 Section 3. Trust Indenture. The Trust Indenture (the "Indenture"), between the City
17 and U.S. Bank National Association, as trustee (the "Trustee"), in substantially the form
18 presented to the Board, a copy of which is on file with the Clerk of the Board, is hereby
19 approved. The Mayor, the Director of the Mayor's Office of Housing (the "Director") or any
20 Authorized Representative (as such term is defined in the Indenture) of the City is hereby
21 authorized to execute, and the Clerk of the Board or an authorized designee is hereby
22 authorized to attest, the Indenture in substantially said form, with such additions thereto and
23 changes therein as the City Attorney of the City and County of San Francisco (the "City
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1 Attorney”) and Co-Bond Counsel may approve or recommend in accordance with Section 6
2 hereof.

3 Section 4. Regulatory Agreement and Declaration of Restrictive Covenants. The
4 form of Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory
5 Agreement”), among the City, the Trustee and the Borrower, in substantially the form
6 presented to the Board, a copy of which is on file with the Clerk of the Board, is hereby
7 approved. The Mayor, the Director or any Authorized Representative of the City is hereby
8 authorized to execute the Regulatory Agreement, in substantially said form, with such
9 additions thereto and changes therein as the City Attorney and Co-Bond Counsel may
10 approve or recommend in accordance with Section 6 hereof.

11 Section 5. Loan Agreement. The form of Loan Agreement (the “Loan Agreement”)
12 between the City and the Borrower, in substantially the form presented to the Board, a copy of
13 which is on file with the Clerk of the Board, is hereby approved. The Mayor, the Director or
14 any Authorized Representative of the City is hereby authorized to execute the Loan
15 Agreement, in substantially said form, with such additions thereto and changes therein as the
16 City Attorney and Co-Bond Counsel may approve or recommend in accordance with Section 6
17 hereof.

18 Section 6. Modifications, Changes, Additions. Any Authorized Representative of the
19 City executing the Indenture, the Regulatory Agreement or the Loan Agreement (collectively,
20 the “City Agreements”), in consultation with the City Attorney and Co-Bond Counsel, is hereby
21 authorized to approve and make such modifications, changes or additions to the City
22 Agreements as may be necessary or advisable, provided that such modification does not
23 authorize an aggregate principal amount of Bonds in excess of \$15,275,000, provide for a
24 final maturity on the Bonds later than June 1, 2013, or provide for the Bonds to bear interest at
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1 a rate in excess of twelve percent (12%) per annum. The approval of any modification,
2 addition or change to any of the aforementioned documents shall be evidenced conclusively
3 by the execution and delivery of the document in question.

4 Section 7. Ratification. All actions heretofore taken by the officers and agents of the
5 City with respect to the sale and issuance of the Bonds are hereby approved, confirmed and
6 ratified.

7 Section 8. General Authority. The proper officers of the City are hereby authorized
8 and directed, for and in the name and on behalf of the City, to do any and all things and take
9 any and all actions and execute and deliver any and all certificates, agreements and other
10 documents which they, or any of them, may deem necessary or advisable in order to
11 consummate the lawful issuance and delivery of the Bonds and to effectuate the purposes
12 thereof and of the documents herein approved in accordance with this Resolution, including
13 but not limited to any documents necessary or desirable to effect, confirm or perfect the
14 assignment, pledge and grant of security in the Trust Estate contained in the Indenture, and
15 including but not limited to those documents described in the Indenture, the Loan Agreement,
16 the Regulatory Agreement and the other documents herein approved.

17 Section 9. All documents referenced herein as being on file with the Clerk of the
18 Board are located in File No. 080622, which is hereby declared to be a part of this
19 resolution as if set forth fully herein.

20 APPROVED AS TO FORM:
21 DENNIS J. HERRERA
22 City Attorney

23 By: Kenneth David Roux
24 KENNETH DAVID ROUX
25 Deputy City Attorney



City and County of San Francisco

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

Tails

Resolution

File Number: 080622

Date Passed:

Resolution authorizing the issuance and delivery of multifamily housing revenue bonds (as defined herein) in an aggregate principal amount not to exceed \$15,275,000 for the purpose of providing financing for a multifamily rental housing project to be known as 149 Mason Street Apartments; approving the form of and authorizing the execution of a trust indenture providing the terms and conditions of the bonds; approving the form of and authorizing the execution of a regulatory agreement and declaration of restrictive covenants; approving the form of and authorizing the execution of a loan agreement; ratifying and approving any action heretofore taken in connection with the bonds and the project; granting general authority to City officials to take actions necessary to implement this resolution; and related matters.

May 13, 2008 Board of Supervisors — ADOPTED

Ayes: 11 - Alioto-Pier, Ammiano, Chu, Daly, Dufty, Elsbernd, Maxwell,
McGoldrick, Mirkarimi, Peskin, Sandoval

File No. 080622

I hereby certify that the foregoing Resolution was ADOPTED on May 13, 2008 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo

Angela Calvillo
Clerk of the Board

5.21.08

Date Approved

Mayor Gavin Newsom